

April 4, 2002

RECORDATION NO. 23042-A FILED

APR 24 2002

12-18PM

Coe Rail, Inc.
26795 Captains Lane
Franklin, MI

Re: Renunciation of Debtor's Right in Collateral and Assignment

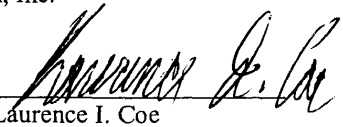
Dear Sir:

Coe Sun, Inc., 26795 Captains Lane, Franklin, Michigan, being the debtor under the terms of a security agreement executed on July 26, 2000, does hereby acknowledge that it is in default under the terms of said security agreement and renounces all right to require the secured party who is now in possession of the collateral to dispose of such collateral identified below. Coe Sun, Inc. hereby authorizes Coe Rail, Inc., the secured party, to retain the following collateral in partial satisfaction of Coe Sun's indebtedness to it, and hereby assigns such property to Coe Rail, Inc. for such intents and purposes.

EMD/GM Engine No. CRLE 407, EMD/GM Engine No. CRLE 416, Kitchen Car.
No. CRLE 1235, Dining Car No. CRLE 1234, and Dining Car No. CRLE 1236

Very truly yours,

Coe Sun, Inc.

By: 
Laurence I. Coe
President
Coe Sun, Inc.
26795 Captains Lane
Franklin, MI
248-960-9440

RECORDATION NO. 23042-A FILED**AFFIDAVIT**

APR 26 2002

12-16 PM

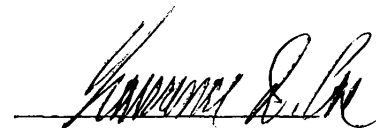
STATE OF MICHIGAN)
)SS
COUNTY OF OAKLAND)

I hereby declare under penalty of perjury that I have compared the original Renunciation of Debtor's Right to Collateral executed by Coe Sun, Inc. on March 25, 2002 with the enclosed copy of the Coe Sun, Inc.'s Renunciation of Debtor's Right to Collateral and found the copy to be complete and identical in all respects to the original document, and that, under the penalty of perjury, the foregoing is true and correct.

Further, deponent says not

Coe Rail, Inc.

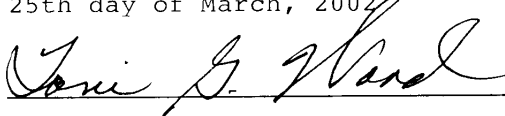
By



Laurence I. Coe
Its President

Dated. March 25, 2002

Subscribed to before me this
25th day of March, 2002



TONI G WOOD
Notary Public, Wayne County, MI
My Commission Expires Nov 22, 2005

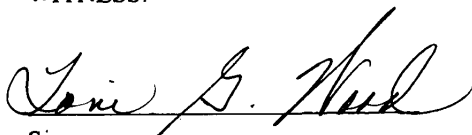
CORPORATE ACKNOWLEDGEMENT

I, Laurence I. Coe, certify that I am president of Coe Sun, Inc., that the instrument was signed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare and state under penalty of perjury that the foregoing is true and correct

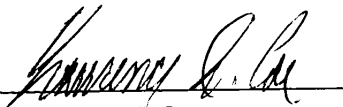
Executed on March 25, 2002.

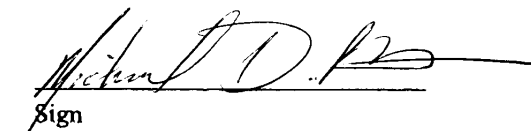
WITNESS:

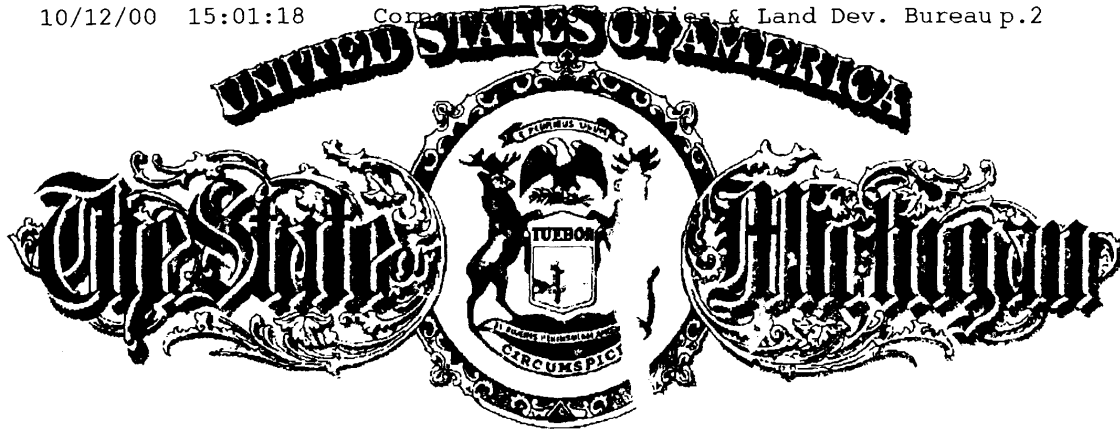
COE SUN, INC.


Sign

Toni G. Woods
Print Name

By: 
Laurence I. Coe
Its President


Sign
Michael D. Beckham
Print Name



Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.



Sent by Facsimile Transmission

172 0524271

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 12th day of October, 2000.

A handwritten signature in cursive script, reading "Joseph P. Nott".

, Director

Corporation, Securities and Land Development Bureau

10/12/00 15:01:19

Corporation, Securities & Land Dev. Bureau p.3

C&S 101 (Rev. 4-81)

(Please do not write in spaces below — for Department use) 873D#0824 0724 DRG&FI \$35.00

| MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU | |
|---|--|
| EFFECTIVE DATE If different than date of filing: | FILED |
| | JUL 29 1987 |
| | Administrator MICHIGAN DEPT. OF COMMERCE Corporation & Securities Bureau |
| Date Received | JUL 24 1987 |
| Corporation Number | 357-642 |

ARTICLES OF INCORPORATION

Domestic Profit Corporation

(SEE INSTRUCTIONS ON REVERSE SIDE)

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a profit corporation pursuant to the provisions of Act 284, Public Acts of 1972, as amended, as follows:

ARTICLE I (See Part 2 of Instructions on Page 4.)

The name of the corporation is Coe Sun, Inc.

(See Part 3 of Instructions on Page 4.)

ARTICLE II (If space below is insufficient, continue on Page 3.)

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized capital stock is:

- Common Shares 50,000 Par Value Per Share \$ 1.00
1. Preferred Shares _____ Par Value Per Share \$ _____
- and/or shares without par value as follows (See Part 4 of instructions on Page 4.)
- Common Shares _____ Stated Value Per Share \$ _____
2. Preferred Shares _____ Stated Value Per Share \$ _____
3. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:
(If space below is insufficient, continue on Page 3.)

| | | |
|---|---------------------|--------------------|
| 1. The address of the initial registered office is: (See Part 5 of instructions on Page 4.) | | |
| <u>26795 Captains Lane, Franklin,</u> | <u>Michigan</u> | <u>48025</u> |
| <small>NO. AND STREET</small> | <small>CITY</small> | <small>ZIP</small> |
| 2. Mailing address of the initial registered office. (Need not be completed unless different than above.) (See Part 5 of instructions on Page 4.) | | |
| <u></u> | <u>Michigan</u> | <u></u> |
| <small>P.O. BOX</small> | <small>CITY</small> | <small>ZIP</small> |
| 3. The name of the initial resident agent at the registered office is: <u>Laurence I. Coe</u> | | |

ARTICLE V (See Part 6 of instructions on Page 4.)

| | |
|---|--|
| The name(s) and address(es) of the incorporator(s) is (are) as follows: | |
| <small>Name</small> | <small>Resident or Business Address</small> |
| <u>Laurence I. Coe</u> | <u>26795 Captains Lane, Franklin, Michigan 48025</u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |

ARTICLE VI (Delete in its entirety if not applicable.)

| |
|--|
| When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation. |
|--|

ARTICLE VII OPTIONAL (Delete in its entirety if not applicable.)

| |
|--|
| Any action required or permitted by this act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing. |
|--|

10/12/00 15:01:22

Corporation, Securities & Land Dev. Bureau p.5

(Use space below for continuation of previous Articles and/or for additional Articles.)

Please indicate which article you are responding to and/or insert any desired additional provisions authorized by the act by adding additional articles here.

I (We, the incorporator(s) sign my (our) name(s) this _____ day of July 19 87.

Laurence I. Coe
LAURENCE I. COE

(INSTRUCTIONS ON PAGE 4)